

RECORDATION NO. 26223 FILED

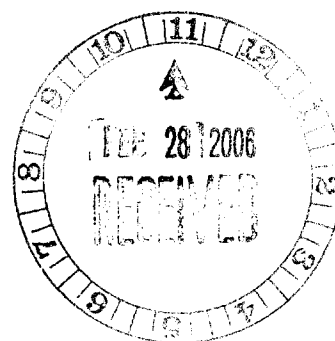
FEB 28 '06

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SURFACE TRANSPORTATION BOARD

## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 500  
Rosemont, IL 60018-4214



**VIA UPS 2<sup>nd</sup> DAY AIR**

February 23, 2006

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated September 15, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Norfolk Southern Railway Company  
110 Franklin Road SE  
Roanoke, VA 24042

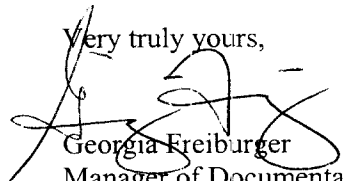
A description of the railroad equipment covered by the enclosed document is eight (8) GP40M-3 Locomotives marked FURX (see Exhibit A for locomotive numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387.  
Thank you for your cooperation in this matter.

Very truly yours,

  
Georgia Freiburger  
Manager of Documentation

Enclosures

(NS067)

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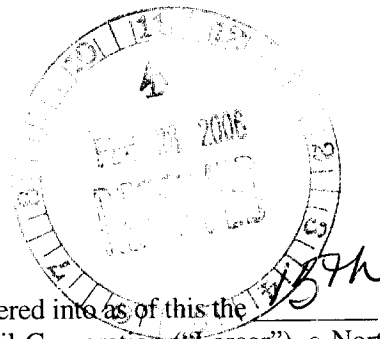
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ASSGN. NO.: NS067

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE



THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 15th day of September, 2005 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Norfolk Southern Railway Company, ("Lessee"), a Virginia corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of April 28, 2005, whereby Lessor has agreed to lease to Lessee certain locomotives pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 15, 2005 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: VP, Client Sales & Marketing

By: K.A. Dombrowski

Name: K.A. Dombrowski

Title: DIRECTOR OF DOCUMENTATION Executed on this 15th day of September, 2005.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 15th day of September, 2005

Georgia Freiburg  
Notary Public

My Commission Expires:

5-2008

(Notary Public)



LESSEE:

NORFOLK SOUTHERN RAILWAY  
COMPANY

By: [Signature]

Name: G R Steele

Title: Director Purchasing

ATTEST:

By: [Signature]

Name: E. L. Barnett

Title: Fleet Secretary

Executed on this 19 day of SEPTEMBER, 2005.

[CORPORATE SEAL]

STATE OF VIRGINIA

COUNTY OF ROANOKE

I, E. L. Barnett, a Notary Public of the County and State  
aforesaid, certify that G. R. Steele personally appeared before me this day  
and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 19 day of SEPTEMBER, 2005.

[Signature]  
Notary Public

Commission Expires:

Jan. 31 2007  
(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF LOCOMOTIVES:           Eight (8)

DESCRIPTION OF LOCOMOTIVES:      1966-1971 built, 1998 rebuilt, EMD/Boise GP40M-3 Locomotives,  
3000 horsepower (6 at Silsbee, TX and 3 at a location to be advised).

LOCOMOTIVE NUMBERS:           FURX 1162, 1163, 1167, 1169, 1175, 1176, 1177, and 1179